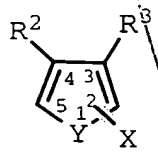
What is claimed is:

1. A compound of Formula I



I

wherein Y is selected from S, O, and NR^1;
wherein R^1 is selected from hydrido and C_1-C_6 alkyl;
wherein X is one or more substituents selected from

a) hydrido, halo, cyano, nitro, hydroxy, acyl, lower alkyl substituted at a substitutable position with a substituent selected from halo, hydroxyl, amino, acylamino, lower alkylamino, lower alkyl(acyl)amino, acyl, aryl optionally substituted with hydroxyl, a heterocyclic group, hydroxyimino and lower alkoxyimino, lower alkenyl optionally substituted at a substitutable position with cyano, amino optionally substituted at a substitutable position with a radical selected from acyl and lower alkylsulfonyl, sulfo, sulfamoyl optionally substituted with a substituent selected from the group consisting of lower alkyl, halo(lower)alkyl, aryl, hydroxyl, lower alkylamino(lower)alkyl, a heterocyclic group and (esterified carboxy)lower alkyl, N-containing heterocyclicsulfonyl, a heterocyclic group optionally substituted at a substitutable position with a substituent selected from the group consisting of hydroxyl, oxo, amino and lower alkylamino, provided that when Y is O or NR^1 then X cannot be hydroxyalkyl,

b) $S(O)_nR^5$, wherein R^5 is C_1-C_6 alkyl optionally substituted at a substitutable position with fluoro, and n is 0, 1 or 2,

c) $C(R^6)(OR^8)(R^7)$ wherein R^6 and R^7 independently are selected from CF_3, CF_2H, $CFCl_2$, CF_2Cl, $CClFH$, CCl_2F, CF_3CF_2 and C_1-C_2 alkyl, and wherein R^8 is selected from hydrido, C_1-C_4 alkyl, (C_1-C_3 alkyl)C(O) and CO_2R^9, wherein R^9 is C_1-C_4 alkyl,

d) $C(O)ZR^4$, wherein Z is O, N, or S, and R4 is selected from hydrido, C_1-C_6 alkyl and aryl, and when Z is N then R^4 is independently taken twice,

e) $C(R^9)(NHR^{11})(R^{10})$, wherein R^9 and R^{10} are independently selected from CF_3, CF_2H, $CFCl_2$, CF_2Cl, $CClFH$ and CCl_2H, and R^{11} is selected from hydrido and C_1-C_3 alkyl, and

f) $Si(R^{12})(R^{13})(R^{14})$, wherein R^{12}, R^{13} and R^{14} are independently selected from hydrido, C_1-C_2 alkoxy, C_1-C_7 optionally substituted at a substitutable position with a radical selected from halo, C_2-C_7 alkenyl, phenyl and benzyl, provided that the sum of the number of carbon atoms in R^{12}, R^{13} and R^{14} must be at least 1 and not greater than 9, and further provided that no more than 2 of R^{12}, R^{13} and R^{14} are alkoxy; and

wherein R^2 and R^3 are independently selected from

g) aryl or heteroaryl, wherein the aryl or heteroaryl radical is optionally substituted at a substitutable position with a radical selected from halo, lower alkyl, lower alkoxy, lower alkylthio, lower alkylsulfinyl, lower alkylsulfonyl, nitro, amide, amino, lower alkylamino, sulfamyl and lower alkylsulfonylamino,

h) para-phenylene-Q wherein Q is C_1-C_2 alkyl or $NR^{15}R^{16}$, wherein R^{15} and R^{16} are independently C_1-C_2 alkyl,

i) p-Q1(m-Q^2)phenylene, wherein Q^1 is selected from hydrido, fluoro, chloro, bromo, nitro, C_1-C_2 alkyl, C_1-C_2 alkoxy, di(C_1-C_2 alkyl)amino and $S(O)_nR^{17}$, wherein R^{17} is CH_3 or C_2H_5; and wherein Q^2 is selected from hydrido, fluoro and chloro, and n is 0, 1 or 2; provided that both Q^1 and Q^2 cannot both be hydrido at the same time, and

j) phenylene-W wherein W is alkylamino;

provided that

R^2 and R^3 cannot both be phenyl; further provided that when Y is S, then R^2 and R^3 cannot both be 3,5-dihalophenyl; further provided that if X is hydrido, then R^2 and R^3 are not both p-methoxyphenyl, p-chlorophenyl, p-methylphenyl, p-bromophenyl, or 2-naphthyl; further provided that if X is hydrido, nitro, bromo, CO_2-alkyl, benzoyl or CO_2H, then R^2 and R^3 are not both p-methoxyphenyl; and further provided that when Y is NR^1 and R^2 and R^3 are independently aryl optionally substituted at a substitutable position with C_1-C_4 alkyl, halo, nitro or C_1-C_4 alkoxy, then X cannot be hydrido, -CO_2H or -CO_2-alkyl of from one to four carbons; or a pharmaceutically-acceptable salt thereof.

2. A compound of Claim 1 wherein R^2 and R^3 are independently pyridyl or para-phenylene-Q, wherein Q is selected from C_1-C_2 alkyl, or $NR^{15}R^{16}$; wherein R^{15} and R^{16} are independently C1-C2 alkyl; or a pharmaceutically-acceptable salt thereof.

3. A compound of Claim 1 wherein X is $S(O)_nR^5$, wherein R^5 is C_1-C_6 alkyl optionally substituted at a substitutable position with fluoro,

and n is 0, 1 or 2; or a pharmaceutically-acceptable salt thereof.

4. A compound of Claim 1 wherein R^2 and R^3 are independently pyridyl or p-Q^1(m-Q^2)phenylene, wherein Q^1 is selected from hydrido, fluoro, chloro, bromo, NO_2, C_1-C_2 alkyl, C_1-C_2 alkoxy, di(C_1-C_2 alkyl)amino and $S(O)_nR^{17}$, wherein R^{17} is CH_3 or C_2H_5; and wherein Q^2 is selected from hydrido, fluoro and chloro, and n is 0, 1 or 2; provided that both Q^1 and Q^2 cannot both be hydrido at the same time; or a pharmaceutically-acceptable salt thereof.

5. A compound of Claim 1 wherein X is $C(R^6)(OR^8)(R^7)$ wherein R^6 and R^7 independently are selected from CF_3, CF_2H, $CFCl_2$, CF_2Cl, $CClFH$, CCl_2F, CF_3CF_2 and C_1-C_2 alkyl; wherein R^8 is selected from hydrido, C_1-C_4 alkyl, (C_1-C_3 alkyl)C(O) and CO_2R^9; and wherein R^9 is C_1-C_4 alkyl; or a pharmaceutically-acceptable salt thereof.

6. A compound of Claim 1 wherein X is $C(R^9)(NHR^{11})(R^{10})$, wherein R^9 and R^{10} are independently selected from CF_3, CF_2H, $CFCl_2$, CF_2Cl, $CClFH$ and CCl_2H, and R^{11} is selected from hydrido and C_1-C_3 alkyl; or a pharmaceutically-acceptable salt thereof.

7. A compound of Claim 1 wherein R^2 and R^3 are independently selected from aryl and heteroaryl, wherein the aryl or heteroaryl radical is optionally substituted at a substitutable position with halo, lower alkyl, lower alkoxy, lower alkylthio, lower alkylsulfinyl, lower alkylsulfonyl, nitro, amino, lower alkylamino, sulfamyl and lower

alkylsulfonylamino; or a pharmaceutically-acceptable salt thereof.

8. A compound of Claim 1 wherein X is $Si(R^{12})(R^{13})(R^{14})$, wherein R^{12}, R^{13} and R^{14} are independently selected from hydrido, C_1-C_2 alkoxy, C_1-C_7 optionally substituted at a substitutable position with a radical selected from halo, C_2-C_7 alkenyl, phenyl and benzyl, provided that the sum of the number of carbon atoms in R^{12}, R^{13} and R^{14} must be at least 1 and not greater than 9, and further provided that no more than 2 of R^{12}, R^{13} and R^{14} are alkoxy; or a pharmaceutically-acceptable salt thereof.

9. Compound of Claim 1 wherein X is one or two substituents selected from hydrido, halo, cyano, nitro, hydroxyl, acyl, lower alkyl substituted at a substitutable position with a substituent selected from halo, hydroxyl, amino, acylamino, lower alkylamino, lower alkyl(acyl)amino, acyl, aryl optionally substituted with hydroxyl, a heterocyclic group, hydroxyimino and lower alkoxyimino, lower alkenyl optionally substituted at a substitutable position with cyano, amino optionally substituted at a substitutable position with a radical selected from acyl and lower alkylsulfonyl, sulfo, sulfamoyl optionally substituted with a substituent selected from the group consisting of lower alkyl, halo(lower)alkyl, aryl, hydroxyl, lower alkylamino(lower)alkyl, a heterocyclic group and (esterified carboxy)lower alkyl, N-containing heterocyclicsulfonyl, a heterocyclic group optionally substituted at a substitutable position with a substituent selected from the group consisting of hydroxyl, oxo, amino and lower alkylamino; and wherein R^2 and R^3 are independently selected from aryl and

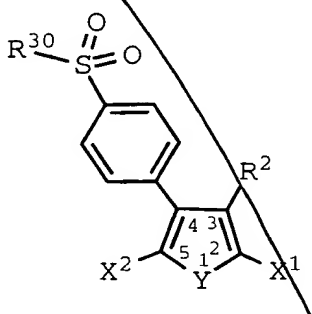
heteroaryl, wherein the aryl or heteroaryl radical is optionally substituted at a substitutable position with a radical selected from halo, lower alkyl, lower alkoxy, lower alkylthio, lower alkylsulfinyl, lower alkylsulfonyl, nitro, amino, amide, lower alkylamino, sulfamyl and lower alkylsulfonylamino; or a pharmaceutically-acceptable salt thereof.

10. Compound of Claim 9 wherein Y is S or O; wherein X is one or two substituents selected from hydrido, halo, cyano, nitro, hydroxyl, carboxy, lower alkoxycarbonyl, lower alkyl substituted at a substitutable position with a substituent selected from halo, hydroxyl, amino, acylamino, lower alkylamino, lower alkyl(acyl)amino, lower alkoxycarbonyl, carboxy, a heterocyclic group, hydroxyimino and lower alkoxyimino, lower alkenyl optionally substituted at a substitutable position with cyano, amino optionally substituted at a substitutable position with a radical selected from acyl and lower alkylsulfonyl, sulfo, sulfamoyl optionally substituted with a substituent selected from the group consisting of lower alkyl, halo(lower)alkyl, aryl, hydroxyl, lower alkylamino(lower)alkyl, a heterocyclic group and (alkoxycarbonyl)lower alkyl, N-containing heterocyclicsulfonyl, a heterocyclic group optionally substituted at a substitutable position with a substituent selected from the group consisting of hydroxyl, oxo, amino and lower alkylamino; and wherein R^2 and R^3 are independently selected from aryl and heteroaryl, wherein the aryl or heteroaryl radical is optionally substituted at a substitutable position with a radical selected from halo, lower alkyl, lower alkoxy, lower alkylthio, lower alkylsulfinyl, lower alkylsulfonyl, nitro, amino, amide, lower alkylamino,

sulfamyl and lower alkylsulfonylamino; or a pharmaceutically-acceptable salt thereof.

11. A compound of Claim 10 wherein X is one or two substituents selected from hydrido, fluoro, chloro, bromo and iodo; or a pharmaceutically-acceptable salt thereof.

12. A compound of Formula II



II

wherein Y is selected from O, S and NR^1;

wherein R^1 is selected from hydrido and lower alkyl;

wherein X^1 and X^2 are independently selected from hydrido, halo, lower alkoxycarbonyl and carboxyl;

wherein R^2 is selected from aryl and heteroaryl; wherein R^2 is optionally substituted at a substitutable position with a radical selected from halo, lower alkoxy and lower alkyl; and

wherein R^{30} is selected from amino and lower alkyl;

or a pharmaceutically-acceptable salt thereof.

13. Compound of Claim 12 wherein Y is O or S;

wherein R^2 is selected from phenyl, naphthyl, biphenyl, and pyridyl; wherein R^2 is optionally substituted at a substitutable position with a radical selected from halo, lower alkoxy and lower alkyl; and

wherein R^{30} is selected from amino and C_1-C_3 alkyl;

or a pharmaceutically-acceptable salt thereof.

14. Compound of Claim 13 wherein X^1 and X^2 are independently selected from hydrido, fluoro, chloro, bromo, iodo, methoxycarbonyl, ethoxycarbonyl and carboxyl;

wherein R^2 is phenyl or pyridyl; wherein R^2 is optionally substituted at a substitutable position with a radical selected from fluoro, chloro, bromo, iodo, methoxy, ethoxy, methyl and ethyl; and

wherein R^{30} is amino or methyl;

or a pharmaceutically-acceptable salt thereof.

15. Compound of Claim 14 selected from compounds and their pharmaceutically-acceptable salts, of the group consisting of

4-(4-methylsulfonylphenyl)-3-(4-fluorophenyl) thiophene;

4-(4-methylsulfonylphenyl)-3-(4-fluorophenyl)-2,5-dibromothiophene;

4-(4-methylsulfonylphenyl)-3-(4-fluorophenyl)-2-bromothiophene;

ethyl[3-(4-methylsulfonylphenyl)-4-(4-fluorophenyl) thien-2-yl]carboxylate;

2-ethoxycarbonyl-4-(4-fluorophenyl)-3-(4-methylsulfonylphenyl)thienyl-5-carboxylic acid;

4-(4-fluorophenyl)-3-(4-methylsulfonylphenyl) thienyl-2,5-dicarboxylic acid;

4-(4-methylsulfonylphenyl)-3-(4-methoxyphenyl) thiophene;

4-(4-methylsulfonylphenyl)-3-(4-methoxyphenyl)-2-bromothiophene;

3-(4-methylsulfonylphenyl)-4-phenyl-thiophene;

3-(4-methylsulfonylphenyl)-4-(4-methylphenyl)

thiophene;
3-(4-methylsulfonylphenyl)-4-(2-methyl-4-fluorophenyl)thiophene;
2-fluoro-5-[3-(4-methylsulfonylphenyl)thien-4-yl]pyridine;
4-[4-(4-fluorophenyl)thien-3-yl]benzenesulfonamide;
4-[3-(4-fluorophenyl)-2,5-dibromo-thien-4-yl]benzenesulfonamide;
4-[3-(4-fluorophenyl)-2-bromo-thien-4-yl] benzenesulfonamide; and
3-(4-fluorophenyl)-4-(methylsulfonylphenyl)furan.

16. A pharmaceutical composition comprising a therapeutically-effective amount of an antiinflammatory compound, said compound selected from a compound of Claim 1; or a pharmaceutically-acceptable salt thereof.

17. A pharmaceutical composition comprising a therapeutically-effective amount of an antiinflammatory compound, said compound selected from a compound of Claim 12; or a pharmaceutically-acceptable salt thereof.

18. A pharmaceutical composition comprising a therapeutically-effective amount of an antiinflammatory compound, said compound selected from a compound of Claim 13; or a pharmaceutically-acceptable salt thereof.

19. A pharmaceutical composition comprising a therapeutically-effective amount of an antiinflammatory compound, said compound selected from a compound of Claim 14; or a pharmaceutically-acceptable salt thereof.

20. A pharmaceutical composition comprising a therapeutically-effective amount of an antiinflammatory compound, said compound selected from a compound of Claim 15; or a pharmaceutically-acceptable salt thereof.

21. The composition of Claim 20 wherein the compound is 4-[4-(4-fluorophenyl)thien-3-yl]benzenesulfonamide; or a pharmaceutically-acceptable salt thereof.

22. The composition of Claim 20 wherein the compound is 4-[3-(4-fluorophenyl)-2-bromo-thien-4-yl]benzenesulfonamide; or a pharmaceutically-acceptable salt thereof.

23. A method of treating inflammation or an inflammation-associated disorder, said method comprising administering to a subject having such inflammation or an inflammation-associated disorder, a therapeutically-effective amount of a compound of Claim 1.

24. A method of treating inflammation or an inflammation-associated disorder, said method comprising administering to a subject having such inflammation or an inflammation-associated disorder, a therapeutically-effective amount of a compound of Claim 12.

25. A method of treating inflammation or an inflammation-associated disorder, said method comprising administering to a subject having such inflammation or an inflammation-associated disorder, a therapeutically-effective amount of a compound of Claim 13.

26. A method of treating inflammation or an inflammation-associated disorder, said method comprising administering to a subject having such inflammation or an inflammation-associated disorder, a therapeutically-effective amount of a compound of Claim 14.

27. A method of treating inflammation or an inflammation-associated disorder, said method comprising administering to a subject having such inflammation or an inflammation-associated disorder, a therapeutically-effective amount of a compound of Claim 15.

28. The method of Claim 28 wherein the compound is 4-[4-(4-fluorophenyl)thien-3-yl]benzenesulfonamide; or a pharmaceutically-acceptable salt thereof.

29. The method of Claim 28 wherein the compound is 4-[3-(4-fluorophenyl)-2-bromo-thien-4-yl]benzenesulfonamide; or a pharmaceutically-acceptable salt thereof.

30. The method of Claim 23 for use in treatment of inflammation.

31. The method of Claim 23 for use in treatment of an inflammation-associated disorder.

32. The method of Claim 31 wherein the inflammation-associated disorder is arthritis.

33. The method of Claim 31 wherein the inflammation-associated disorder is pain.

34. The method of Claim 31 wherein the inflammation-associated disorder is fever.